

EXHIBIT E

Kristi A. Katsma
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A Key Ordinary Course Counsel for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT

SOUTHERN DISTRICT OF NEW YORK

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	:	Chapter 11
In re	:	
	:	
DELPHI CORPORATION, <u>et al.</u>	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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**CERTIFICATION OF KRISTI A. KATSMAS WITH RESPECT TO
THIRD INTERIM APPLICATION OF DICKINSON WRIGHT PLLC
FOR ORDER AUTHORIZING AND APPROVING COMPENSATION**

I, Kristi A. Katsma, hereby declare:

1. I am a member of the law firm of Dickinson Wright PLLC, a key ordinary course counsel for Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, as debtors and debtors-in-possession (collectively, the "Debtors") in the above-captioned Chapter 11 cases. If called as a witness, I could and would competently testify to the matters set forth in this declaration.

2. I make this certification with respect to the Third Interim Application Of Dickinson Wright PLLC For Order Authorizing and Approving Compensation (the "Third Interim Application") in compliance with Federal Rule of Bankruptcy Procedure § 2016. In that respect, I hereby certify:

(i) I have read the Third Interim Application;

(ii) The Third Interim Application is the third fee application submitted by Dickinson Wright in the above-captioned case for post-petition compensation;

(iii) On October 8, 2005, Delphi and certain of its subsidiaries filed petitions for relief under chapter 11 of title 11 of the United States Bankruptcy Code; On October 14, 2005, three additional subsidiaries of Delphi filed such petitions; Orders were subsequently entered authorizing joint administration of the cases;

(iv) On March 9, 2006, the Court entered an order granting the application to employ Dickinson Wright as an intellectual property, litigation and corporate and commercial transactional counsel to the Debtors;

(v) Dickinson Wright has assisted the Debtors in connection with their retention of Dickinson Wright and has provided counsel and expertise to the Debtors by providing advice and services to the Debtors on four contract matters.

(vi) In general, Dickinson Wright's attorney billing rates were constant over the period covered by the Third Interim Application;

(vii) To the best of my knowledge, information and belief, formed after reasonable inquiry, the compensation and reimbursement sought in the Third Interim Application is in conformity with Federal Rule of Bankruptcy Procedure 2016, and the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses filed under 11 U.S.C. § 330, to the extent applicable; and

(viii) The compensation and reimbursement requested in the Third Interim Application are billed at rates, and in accordance with practices, no less favorable than those customarily employed by Dickinson Wright and generally accepted by its clients.

3. No agreement or understanding exists between Dickinson Wright and any other person for the sharing of compensation. Dickinson Wright's fees, costs and expenses have not been paid or promised to be paid, by any third party to Dickinson Wright.

4. Copies of the fee statements maintained in the ordinary course of business by Dickinson Wright that reflect services rendered and expenses incurred and recorded by Dickinson Wright are filed concurrently herewith.

5. I declare under penalty of perjury that the foregoing is true and correct and that this declaration was executed on the 30th day of November, 2006, in Detroit, Michigan.

/s/ Kristi A. Katsma

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